

PD7000008507

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H08000076289 3)))



H080000762893ABC7

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : SCHNEIDER WEINBERGER & BELLILY LLP
Account Number : I20030000066
Phone : (561) 362-9595
Fax Number : (561) 362-9612

2008 MAR 25 AM 9:51
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN

FINAN ALTERNATIVE ENERGY GROUP CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

RECEIVED
2008 MAR 25 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

Amended & Restated w/NC

TB

3-26-08

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
JINAN ALTERNATIVE ENERGY GROUP CORPORATION**

FILED
2008 MAR 25 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

It is hereby certified that:

1. The present name of the corporation (hereinafter called the "Corporation") is Jinan Alternative Energy Group Corporation.
2. The name under which the Corporation was originally incorporated is Wonderful Tech Group Inc. The original Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on January 18, 2007 under Document Number P07000008507. Articles of Correction to the Articles of Incorporation were filed with the Secretary of State of Florida on February 7, 2007. Articles of Correction to the Articles of Incorporation were filed with the Secretary of State of Florida on February 21, 2007. Articles of Amendment to the Articles of Incorporation were filed with the Secretary of State of the State of Florida on September 25, 2007.
3. The provision of the Articles of Incorporation are hereby amended and restated in this instrument, which is entitled Amended and Restated Articles of Incorporation of Jinan Alternative Energy Group Corporation.
4. The Board of Directors of the Corporation has duly adopted the below Amendment to the Corporation's Articles of Incorporation on March 25, 2008.
5. On March 25, 2008, the sole shareholder of the Corporation, acting through the unanimous written consent of the holder in interest of the voting capital stock of the Corporation, approved the below Amended and Restated Articles of Incorporation which represents a number of votes cast in favor which is sufficient for approval of the Amended and Restated Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this Corporation is **CDI CLEAN TECHNOLOGY GROUP, INC.**

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 431 Fairway Drive, Suite 200, Deerfield Beach, Florida 33441;

**ARTICLE III
NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the Untied States and the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 210,000,000 shares, 200,000,000 of which shall be Common Stock, par value \$.001 per share, and 10,000,000 of which shall be Preferred Stock, par value \$.001 per share.

Classes and series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such classes or series of Preferred Stock as adopted by the Board of Directors.

**ARTICLE V
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI
REGISTERED AGENT AND
REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Lilly Zhang
431 Fairway Drive, Suite 200
Deerfield Beach, Florida 33441

**ARTICLE VII
BOARD OF DIRECTORS**

The number of directors to constitute the Board of Directors shall be such number as fixed by a resolution adopted by the Board of Directors and initially shall be one (1) in number:

Edward Ying
431 Fairway Drive, Suite 200
Deerfield Beach, Florida 33441

**ARTICLE VIII
OFFICERS**

The following persons have been duly elected as officers of the Corporation:

Edward Ying – President and Secretary
Lilly Zhang – Vice President

ARTICLE IX
INDEMNIFICATION

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation, provided that such person is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another Corporation, provided that such person is or was at the time a director of the corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact such person is or was an officer, employee or agent of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE X
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XI
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the Corporation has caused this Amended Restated Articles Incorporation to be duly adopted by its Board of Directors on March 25, 2008 and approved by shareholders in accordance with the provisions of Section 607.0602 of the Florida Business Corp Act, and to be executed in its corporate name this 25th day of March 2008.

CDI CLEAN TECHNOLOGY GROU

By: *Edward Ying*
Edward Ying, President

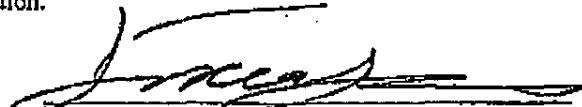
93

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE FOR PROCESS**

CDI CLEAN TECHNOLOGY GROUP, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 431 Fairway Drive, Suite 200, Deerfield Beach, Florida 33441 has named Jianjie Ye, whose address is 431 Fairway Drive, Suite 200, Deerfield Beach, Florida 33441 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


Lilly Zhang